

LAW OFFICES  
**NEAL, GERBER & EISENBERG** LLP  
TWO NORTH LA SALLE STREET  
CHICAGO, ILLINOIS 60602-3801  
(312) 269-8000  
www.ngelaw.com

RECORDATION NO. 19605-KK FILED  
JUL 14 '03 4-09 PM  
SURFACE TRANSPORTATION BOARD

BONNIE E. HEACOCK  
PARALEGAL  
(312) 269-5258

FAX: (312) 269-1747  
BHEACOCK@NGELAW.COM

July 10, 2003

**VIA FEDERAL EXPRESS**

Surface Transportation Board  
Documents for Recordation  
1925 K Street, N.W. #700  
Washington, DC 20423

RECEIVED  
JUL 14 2003  
MAIL  
MANAGEMENT  
STB

Re: Union Tank Car Company  
Third Supplemental Trust Agreement (Series 25)

Dear Sir or Madam:

Enclosed is the original and three certified copies of the document described below which is to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This secondary document is dated as of February 14, 2003 and is described as follows:

Third Supplemental Trust Agreement between Union Tank Car Company  
and Bank One, N.A., as Trustee

The primary document to which this is connected is recorded under Recordation No. 19605.

The names and addresses of the parties to the documents are as follows:

Trustee:	Bank One, N.A. 1 Bank One Plaza Chicago, IL 60670-0126
Company:	Union Tank Car Company 225 West Washington Street Chicago, IL 60606

The Equipment involved in this transaction is more fully described on Schedules A and B attached to this letter and made a part hereof.

NEAL, GERBER & EISENBERG LLP

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A short summary of the document to appear in the Index follows:

Third Supplemental Trust Agreement, Series 25, dated as of February 14, 2003, between Union Tank Car Company and Bank One, N.A., as Trustee.

The purpose of the Third Supplemental Trust Agreement, Series 25, is to document the removal of 13 railroad cars ("Equipment") from the list of Equipment and to add 10 railroad cars which are being substituted therefor.

Please file the enclosed document as a supplement to the filing referred to above and return all of the certified copies of the document, stamped to show the filing, to me at the address given herein. Also enclosed is a check payable in the amount of \$30.00 for the filing fee.

Should you have any questions regarding the enclosure, please call me at (312) 269-5258.

Sincerely,



Bonnie E. Heacock  
Paralegal

Enclosures

cc: Patrick J. Allen, Esq. - The Marmon Group, Inc. (w/enc.)

02/14/03

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
DESCRIPTION OF EQUIPMENT FOR SUBSTITUTION  
SCHEDULE A

CERTIFICATE TRUST SERIES: R025 (SERIES R-25)

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESCRIPTION CODE</u>	<u>CAPACITY IN (GAL./CUFT.)</u>	<u>ROAD NUMBERS</u>
3	T106	20,600 GAL.	UTLX 646511, 646512, 646513
7	T389	34,000 GAL.	UTLX 950267, 950268, 950317, 950319, 950320, 950413, 950414
<hr/>			
10	TOTAL		

02/14/03

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
WRECKED/RETIRED CARS - SCHEDULE B  
SERIES 25 (R025)

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT.</u>	<u>ROAD NUMBERS</u>
13	C112	3,000	RCGX 305, 326, 327, 379, 436, 467, 469, 510, 516, 531, 544, 579, 581
13	TOTAL		

STATE OF ILLINOIS     )  
                                  ) ss  
COUNTY OF COOK     )

RECORDATION NO. 19605-KK FILED

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**SURFACE TRANSPORTATION BOARD**

**CERTIFICATE**

The undersigned, Bonnie E. Heacock, a Notary Public is and for said County and State, hereby states that she has compared the attached copy of Third Supplemental Trust Agreement (Series 25) dated as of February 14, 2003, with the original document thereof and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

IN WITNESS WHEREOF, the undersigned has set her hand and seal this 10<sup>th</sup> day of July, 2003.



Bonnie E. Heacock  
Notary Public

### THIRD SUPPLEMENTAL TRUST AGREEMENT

#### UNION TANK CAR COMPANY (SERIES 25)

THIS THIRD SUPPLEMENTAL TRUST AGREEMENT, dated as of February 14, 2003, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and Bank One, N.A., ("Trustee").

#### Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement dated as of September 20, 1995 ("Trust Agreement") providing for the issue of its Equipment Trust Certificates (Series 25) in the aggregate principal amount of \$18,786,000.

B. Company desires to comply with Section 4.07 of the Trust Agreement by the execution of a Supplement thereto, to evidence the inclusion of Equipment as a part of the Trust Equipment under the Trust Agreement.

#### Agreement

Company hereby covenants and agrees with Trustee, for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

1. Substitution of Equipment. The Equipment described in Schedule A hereto is hereby substituted for the Equipment described in Schedule B hereto.

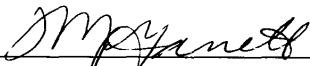
2. Substituted Equipment Subject to Trust Agreement. The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects. The Equipment described in Schedule B hereto is hereby removed from the list of Trust Equipment under the Trust Agreement and is no longer subject to any provisions of the Trust Agreement.

3. Concerning Trustee. Trustee accepts the provisions of this Supplemental Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement, as amended. Without limiting the generality of the foregoing, Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statement of Company. Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Trust Agreement.


4. Miscellaneous. Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. The Supplemental Trust Agreement may be executed in any number of counterparts, each of which shall be an original.

Company and Trustee have caused this Supplemental Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date first stated above.

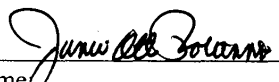
UNION TANK CAR COMPANY

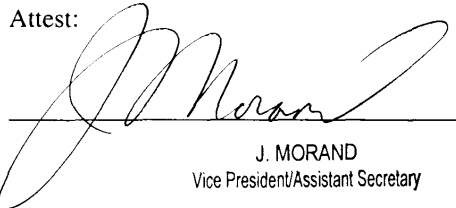
By:   
Mark J. Garrette  
Vice President

Attest:

  
Robert W. Webb, Secretary

BANK ONE, N.A.,  
as Trustee

By:   
Name:   
Title: JANICE OTT ROTUNNO  
VICE PRESIDENT

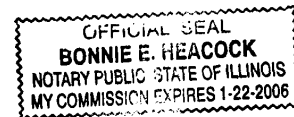
Attest:   
J. MORAND  
Vice President/Assistant Secretary

UTC2044(Series 25)

STATE OF ILLINOIS       )  
                                  ) ss  
COUNTY OF COOK       )

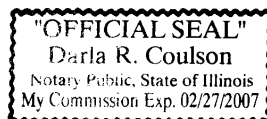
On JUNE 19, 2003, before me personally came Mark J. Garrette, to me know, who, being by me duly sworn, did depose and say that he is a Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Bonnie E. Heacock  
Notary Public



STATE OF ILLINOIS       )  
                                  ) ss  
COUNTY OF COOK       )

On July 2, 2003, before me personally came JANICE OTT GAZDAR to me know, who, being by me duly sworn, did depose and say that he/she is VP of Bank One, N.A., one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.



Darla R. Coulson  
Notary Public



02/14/03

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
DESCRIPTION OF EQUIPMENT FOR SUBSTITUTION  
SCHEDULE A

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WRECKED/RETIRED CARS - SCHEDULE B  
SERIES 25 (R025)

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